

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
FOAMEX INTERNATIONAL INC., <i>et al.</i> ,	)	Case No. 05-12685 (KG)
	)	
	)	
Debtors.	)	(Jointly Administered)

**NOTICE OF APPEAL**

The Bank of New York ("BNY"), as Indenture Trustee, by and through its undersigned counsel, pursuant to Bankruptcy Rule 8001 and 28 U.S.C. 158(a), appeals from the *Order Denying the Request of the Bank of New York, as Indenture Trustee, to Compel the Reorganized Debtors to Pay Post-Maturity Compound Interest on the 2005 Notes (Docket Item No. 2430)*, dated March 23, 2007.

The names of all parties to the order appealed from and the names, addresses, and telephone numbers of their respective attorneys are as follows:

**APPELLANTS:**

The Bank of New York

POTTER ANDERSON & CORROON LLP  
Laurie Selber Silverstein (No. 2396)  
Gabriel MacConaill (No. 4734)  
Hercules Plaza  
1313 North Market Street, 6th Floor  
Wilmington, Delaware 19801  
Telephone: (302) 984-6000  
Facsimile: (302) 658-1192

DECHERT LLP  
Glenn E. Siegel  
Davin J. Hall  
30 Rockefeller Plaza  
New York, New York 10112  
Telephone: (212) 698-3500  
Facsimile: (212) 698-3599

**APPELLEES:**

Foamex International, Inc. Foamex L.P.,  
Foamex Latin America, Inc.,  
Foamex Asia, Inc.,  
FMXI, Inc., Foamex Carpet Cushion LLC,  
Foamex Capital Corporation,  
Foamex Mexico, Inc.,  
and Foamex Mexico II, Inc.

YOUNG CONAWAY STARGATT &  
TAYLOR

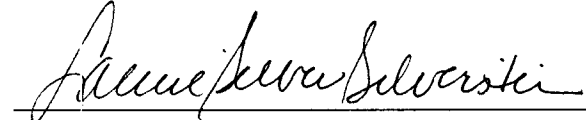
Pauline K. Morgan  
Joseph M. Barry  
The Brandywine Building  
1000 West Street, 17<sup>th</sup> Floor  
Wilmington, Delaware 19899  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253

PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP

Alan W. Kornberg  
Brian S. Herman  
1285 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 373-3000  
Facsimile: (212) 757-3990

Dated: April 2, 2007

POTTER ANDERSON & CORROON LLP



Laurie Selber Silverstein (No. 2396)  
Gabriel MacConaill (No. 4734)  
Hercules Plaza  
1313 North Market Street, 6th Floor  
Wilmington, Delaware 19801  
Telephone: (302) 984-6000  
Facsimile: (302) 658-1192

-and-

DECHERT LLP

Glenn E. Siegel  
David J. Hall  
30 Rockefeller Plaza  
New York, New York 10112  
Telephone: (212) 698-3500  
Facsimile: (212) 698-3599

Counsel for The Bank of New York, as  
Indenture Trustee

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
FOAMEX INTERNATIONAL INC., <i>et al.</i> ,	)	Case No. 05 - 12685 (KG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Ref. Docket Nos. 2298, 2379 and 2400

**ORDER DENYING THE REQUEST OF THE BANK OF NEW YORK,  
AS INDENTURE TRUSTEE, TO COMPEL THE REORGANIZED DEBTORS  
TO PAY POST-MATURITY COMPOUND INTEREST ON THE 2005 NOTES**

Upon consideration of the request of The Bank of New York ("BNY") for an order compelling payment of post-maturity compound interest as set forth in the *Memorandum of Law of The Bank of New York, as Indenture Trustee, In Support of Entry of Order Compelling Debtors to Pay Post-Maturity Compound Interest on Their 2005 Notes in Accordance with their Confirmed Chapter 11 Plan* filed by BNY on February 12, 2007 (the "BNY Opening Brief") [see Docket No. 2298]; and the Court having considered the objection (the "Objection") to BNY's request filed by the above-captioned reorganized debtors (collectively, the "Reorganized Debtors") [see Docket No. 2379] and BNY's reply thereto (the "BNY Reply") [see Docket No. 2400]; and the Court having held a hearing to consider BNY's request, the BNY Opening Brief, the Objection and the BNY Reply on March 21, 2007 (the "Hearing"); and the Court having hearing oral argument from BNY and the Reorganized Debtors at the Hearing; and the Court having entered findings of fact and conclusions of law on the record at the Hearing, all of which are incorporated herein by reference; it is hereby

ORDERED, that for the reasons set forth on the record at the Hearing, the Objection is sustained and BNY's request for payment of post-maturity compound interest is denied.

Dated: Wilmington, Delaware  
March **23**, 2007

  
\_\_\_\_\_  
KEVIN GROSS  
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

## APPEAL TRANSMITTAL SHEET

Case Number: 05-12685-KG ☒ BK ☐ AP

If AP, related BK Case Number: \_\_\_\_\_

Title of Order Appealed:

See AttachmentDocket Number: 2430Date Entered: 3/23/2007Item Transmitted: ☒ Notice of Appeal☐ Motion for Leave to Appeal☐ Amended Notice of Appeal☐ Cross AppealDocket Number: 2443Date Filed: 4/2/2007

\*Appellant/Cross Appellant:

The Bank of New York

\*Appellee/Cross Appellee

Foamex International Inc., et al.

Counsel for Appellant:

See Attachment

Counsel for Appellee:

See Attachment*\*If additional room is needed, please attach a separate sheet.*Filing Fee paid? ☒ Yes ☐ NoIFP Motion Filed by Appellant? ☐ Yes ☒ NoHave Additional Appeals to the Same Order been Filed? ☐ Yes ☒ NoIf so, has District Court assigned a Civil Action Number? ☐ Yes ☐ No Civil Action # \_\_\_\_\_

Additional Notes:

Appellee did not file a Designation of Additional Items to be included in the record.4/20/2007

Date

By: M. Lopez  
Deputy ClerkBankruptcy Court Appeal (BAP) Number: 07-12

7/6/06

FOR USE BY U.S. BANKRUPTCY COURT

**Attachment**

**Title of Order Appealed:**

Order Denying the Request of The Bank of New York, as Indenture Trustee, to Compel the Reorganized Debtors to Pay Post-Maturity Compound Interest on the 2005 Notes

**Counsel for Appellant:**

Laurie Selber Silverstein  
Gabriel MacConaill  
Potter Anderson & Corroon LLP  
Hercules Plaza  
1313 North Market Street, 6<sup>th</sup> Floor  
Wilmington, Delaware 19801  
302-984-6000

Glenn E. Siegel  
Davin J. Hall  
Dechert LLP  
30 Rockefeller Plaza  
New York, New York 10112  
212-698-3500

**Counsel for Appellee:**

Pauline K. Morgan  
Joseph M. Barry  
Young Conaway Stargatt & Taylor  
The Brandywine Building  
1000 West Street, 17<sup>th</sup> Floor  
Wilmington, Delaware 19899  
302-571-6600

Alan W. Kornberg  
Brian S. Herman  
Paul, Weiss, Rifkind, Wharton &  
Garrison LLP  
1285 Avenue of the Americas  
New York, New York 10019  
212-373-3000